



Secretary of State
Business Programs Division

1500 11th Street, 3rd Floor
Sacramento, CA 95814

Business Entities
(916) 657-5448

RESTATED ARTICLES OF INCORPORATION OF CALIFORNIA NONPROFIT CORPORATIONS

A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate or, in circumstances where incorporators may amend a corporation's articles pursuant to California Corporations Code [sections 5811 and 5815](#) (public benefit and religious corporations) and [sections 7811 and 7815](#) (mutual benefit corporations), a certificate signed and verified by a majority of the incorporators.

To restate the articles, it is necessary to prepare and file Restated Articles of Incorporation in compliance with California Corporations Code [section 5819](#) (public benefit and religious corporations) and [section 7819](#) (mutual benefit corporations).

A sample meeting statutory requirements for most filings is attached. The sample may be used as a guide when preparing documents by making modifications as necessary to meet the specific needs of the corporation. Please refer to the above referenced California Corporation Code Sections prior to modification.

The fee for filing Restated Articles of Incorporation is \$30.00. Check(s) should be made payable to the Secretary of State.

The original and at least two copies should be included with your submittal. The Secretary of State will certify two copies of the filed document without charge, **provided that the copies are submitted to the Secretary of State with the document to be filed.** Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee. Nonprofit **Public Benefit** corporations must also include a copy of the Restated Articles of Incorporation for transmittal to the Attorney General in compliance with Corporations Code [section 5817](#).

Restated Articles of Incorporation are not filed in the regional offices. Documents must be mailed or hand delivered for over-the-counter processing to the Secretary of State's office in Sacramento at:

Business Programs Division (916) 657-5448
1500 11th Street, 3rd Floor
Sacramento, CA 95814
Attention: Document Filing Support Unit

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the regional offices.

PLEASE REFER TO THE CORPORATE NUMBER WHEN SUBMITTING
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION



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EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

INSTRUCTIONS

The attached sample can be used as a guide when drafting Restated Articles of Incorporation. The certificate should be typed following the instructions set forth below.

Restated Articles of Incorporation are most often made by the president and secretary of the corporation and for that reason the sample has been formatted using those officers. If the document will be signed by officers other than the president and secretary, or if the sample does not adequately cover the needs of the corporation, documents must be prepared with modifications to meet the specific requirements of the corporation. Please refer to California Corporations Code [sections 5810-5820](#) (public benefit and religious corporations) or [sections 7810-7820](#) (mutual benefit corporations) prior to modification.

NOTE: If the corporation has not yet filed a Statement of Information – Domestic Nonprofit Corporation pursuant to Corporations Code sections [6210](#), [8210](#) or [9660](#), the Restated Articles must retain the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) exactly as stated in the original Articles of Incorporation. If the corporation has filed the required statement, the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) must be omitted. The proper method of changing the records of this office to reflect the current name and/or address of the agent for service of process is to file the Statement of Information - Domestic Nonprofit Corporation. The form can be downloaded from the Secretary of State's Internet Web site at <http://www.ss.ca.gov/business> or can be obtained by calling the Statement of Information Unit at (916) 657-5448.

- **Paragraph 1** - must set forth the current name of the corporation **exactly** as the name is of record with the Secretary of State (including punctuation and abbreviations).
- **Paragraph 2** – must set forth the entire text of the Articles of Incorporation, as amended.
- **Paragraph 3** - must state the amendment and restatement has been approved by the board of directors.
- **Paragraph 4** - must state the amendment and restatement has been approved by the required vote of the members. If the corporation has no members separate from the board of directors, member approval is not required. However, the certificate must state **the corporation has no members**.

DO NOT include both #4 paragraphs when preparing the document. Use ONLY the applicable statement.

- The certificate must be dated, signed and verified by the president and secretary. Each person's name and title should be typed directly below their respective signature.

The original and at least two copies of the Restated Articles of Incorporation, together with the applicable fee(s), should be mailed or hand delivered to the Secretary of State's office in Sacramento. Restated Articles are not filed in the regional offices. When submitting Restated Articles for a **public benefit** corporation, you must furnish this office with one additional copy for transmittal to the Attorney General's office in compliance with Corporations Code [section 5817](#).

To facilitate the processing of documents mailed to our office, a self-addressed envelope and a letter referencing the corporate name and number as well as your own name, return address and telephone number should also be submitted.

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION) , a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

(HERE TYPE THE ARTICLES AS AMENDED AND RESTATED)

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

NOTE

*Choose only
one of the #4
statements*

DO **NOT** USE
BOTH
STATEMENTS

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

OR

4. The corporation has no members

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary